

COMPANY NO. 3938607

INEOS HOLDINGS (FLUOR & SILICAS) LIMITED

(the Company)

SOLE MEMBER'S WRITTEN RESOLUTION

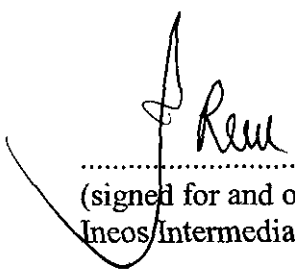
In accordance with regulation 53 of Table A as defined and incorporated in the articles of association of the Company, Ineos Intermediate Holdings (Fluor & Silicas), the sole member of the Company who would have been entitled to vote upon the following resolution if it had been proposed at a general meeting of the Company at which a representative of Ineos Intermediate Holdings (Fluor & Silicas) Limited was present, **RESOLVES** that the following resolution shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held:

THAT the Company's articles of association be altered as follows:

- (a) by deleting article 3.1 and renumbering all subsequent articles accordingly and by altering all cross-references accordingly;
- (b) by deleting articles 13 and 13.1;
- (c) by adding the following as a new article 13 and 13.1:

"TELEPHONE BOARD MEETINGS

A person entitled to be present at a meeting of the directors or of a committee of the directors shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word *meeting* in these articles shall be construed accordingly."


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(signed for and on behalf of
Ineos Intermediate Holdings (Fluor & Silicas) Limited

Date: 18 May 2001

